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ELIAS C. ALVORD (1942)
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RECORDATION NO. 24008-B FILED

JUN 25 '02

2:37 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

June 25, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: El-Mo II Trust No. 2002-D

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Trust Indenture and Security Agreement, dated June 26, 2002 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: Wells Fargo Bank Northwest, N.A.
79 Main Street
Salt Lake City, Utah 84111

Owner Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed document is:

71 SD70M locomotives within the series UP 4756 – UP 4964

Mr. Vernon A. Williams
June 25, 2002
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture and Security Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

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SURFACE TRANSPORTATION BOARD

EL-Mo II TRUST NO. 2002-D

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT


Memorandum of Trust Indenture and Security Agreement made and entered into on June 26, 2002 by and between Wells Fargo Bank Northwest, N.A., a national banking association, as indenture trustee ("*Indenture Trustee*"), and Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as owner trustee ("*Owner Trustee*").

WITNESSETH

The undersigned have entered into that certain Trust Indenture and Security Agreement (the "*Indenture*"), dated as of June 26, 2002, by which the Owner Trustee has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Secured Notes to be issued pursuant to the Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee, and in the Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WELLS FARGO BANK NORTHWEST, N.A.

By 
Name: **Brett R. King**
Title: **Vice President**

Executed on this 18 day of June 2002.

WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as
Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of June 2002.

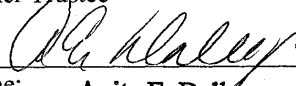
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WELLS FARGO BANK NORTHWEST, N.A.

By _____
Name:
Title:

Executed on this ____ day of June 2002.

WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as
Owner Trustee

By  _____
Name: **Anita E. Dallago**
Title: **Senior Financial Services Officer**

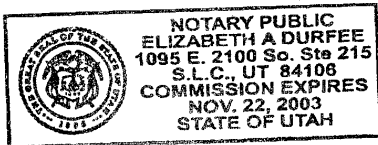
Executed on this 18 day of June 2002.


STATE OF Utah)
)
COUNTY OF Salt Lake)

SS:

On this, the 18 day of June 2002, before, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the **VICE PRESIDENT** of Wells Fargo Bank Northwest, N.A., that said instrument was signed on June , 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Name ELIZABETH A. DURFEE
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF _____)
)
COUNTY OF _____)

SS:

On this, the _____ day of June 2002, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of Wilmington Trust Company, that said instrument was signed on June , 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF _____)
)
COUNTY OF _____) SS:

On this, the _____ day of June 2002, before, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of Wells Fargo Bank Northwest, N.A., that said instrument was signed on June _____, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

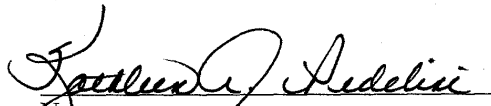
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF Delaware)
)
COUNTY OF New Castle) SS:

On this, the 18th day of June 2002, before me, a Notary Public in and for said County and State, personally appeared Antia E. Dallago, who being by me duly sworn, says that (s)he Senior Financial Services Officer Wilmington Trust Company, that said instrument was signed on June 18th, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: **KATHLEEN A. PEDELIN**
Notary Public **NOTARY PUBLIC-DELAWARE**
My Commission Expires: **My Commission Expires Oct. 31, 2006**
Residing in _____

[GECC]

EXHIBIT A

Equipment:

General Motors Corporation (Electro-Motive
Division) Model SD70M Diesel Electric
Locomotives

Quantity:

Seventy-One (71) Units

Road Numbers Prefix UP:

4756, 4758, 4759, 4760, 4761, 4762, 4763, 4764,
4765, 4766, 4767, 4768, 4769, 4770, 4771, 4772,
4773, 4774, 4775, 4776, 4777, 4778, 4779, 4780,
4781, 4782, 4903, 4904, 4905, 4906, 4907, 4908,
4909, 4910, 4911, 4912, 4913, 4914, 4931, 4932,
4933, 4934, 4935, 4936, 4937, 4938, 4939, 4940,
4941, 4942, 4943, 4944, 4945, 4946, 4947, 4948,
4949, 4951, 4952, 4953, 4954, 4955, 4956, 4957,
4958, 4959, 4960, 4961, 4962, 4963, 4964